

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER

CINCINNATI, OHIO 45202

513-381-2838

CABLE: TAFTHOL TWX: 810-481-2623

FAX: 513-381-0205

WASHINGTON, D.C. OFFICE
SUITE 500 — 825 INDIANA AVENUE, N.W.
WASHINGTON, D.C. 20004
202-628-2838
FAX: 202-347-3418

COLUMBUS, OHIO OFFICE
SUITE 1000 — 33 NORTH HIGH STREET
COLUMBUS, OHIO 43215
614-221-2838
FAX: 614-221-2007

COVINGTON, KENTUCKY OFFICE
SUITE 340 — 1717 DIXIE HIGHWAY
COVINGTON, KENTUCKY 41011
606-331-2838
513-381-2838
FAX: 513-381-8613

1-325A130

November 7, 1991

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Mr. Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423

RECORDATION NO. 15302-A
NOV 21 1991 - 4 12 PM
INTERSTATE COMMERCE COMMISSION

NOV 21 4 02 PM '91
MOTOR OPERATING UNIT

Dear Mr. Strickland:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Amendment to Railroad Equipment Lease, a secondary document, dated August 26, 1991. The primary document to which this is connected is recorded under Recordation No. 15302. We request that this assignment be cross indexed.

The names and addresses of the parties to the document are as follows:

BUYER: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

SELLER: Peoria and Pekin Union Railway
101 Wesley Road
Creve Coeur, IL 61611

The equipment covered by the enclosed document is twenty-two (22) gondola cars currently bearing the reporting marks set forth in Appendix A hereto.

A fee of \$15.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

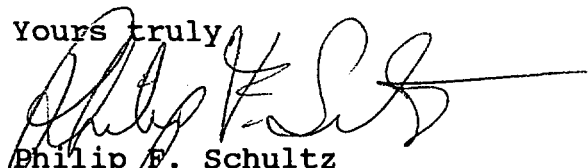
Mr. Sydney L. Strickland
November 7, 1991
Page 2

A short summary of the document to appear in the index follows:

Amendment from Peoria and Pekin Union Railway, 101 Wesley Road, Creve Coeur, IL 61611 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated August 26, 1991 and covering twenty-two (22) gondola cars.

Please call me if you should have any questions.

Yours truly,



Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/lsc
Enclosure

iccfla2.djj

APPENDIX A

Twenty-two (22) 100 ton capacity all steel gondola railroad cars bearing the reporting marks:

PPU	10000
PPU	10001
PPU	10002
PPU	10003
PPU	10004
PPU	10005
PPU	10006
PPU	10007
PPU	10008
PPU	10009
PPU	10100
PPU	10011
PPU	10012
PPU	10013
PPU	10014
PPU	10015
PPU	10016
PPU	10017
PPU	10018
PPU	10019
PPU	10020
PPU	10021

CERTIFICATE

The undersigned, Stephen M. Griffith, Jr., a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Stephen M. Griffith, Jr.
Notary Public/

STEPHEN W. GRIFFITH, JR., Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 147.03 O.R.C.

COMMISSION NO. 15302-A
NOV 21 1991 -4 12 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT TO
RAILROAD EQUIPMENT LEASE

REGISTRATION NO 15303-A
NOV 21 1991 -4 10 PM
INTERSTATE COMMERCE COMMISSION

This Amendment to Railroad Equipment Lease (the "Amendment") is entered into this 26th day of August, 1991, by and between The David J. Joseph Company, a Delaware corporation, (hereinafter referred to as "Lessor") and Peoria and Pekin Union Railway, an Illinois corporation (hereinafter referred to as "Lessee") amending the Lease Agreement (the "Lease") dated July 21, 1987, by and between Lessor and Lessee.

WHEREAS, the parties desire to amend the Lease to extend the Lease expiration date to October 31, 1997, for all twenty-two (22) gondola cars identified in Exhibit A attached (the "Cars") which are the subject of the Lease.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

The Lease is amended by extending the Lease expiration date to October 31, 1997 for all Cars which are subject to this Lease. All other terms and conditions of the Lease remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the day and year first above written.

LESSOR:

Signed and acknowledged
in the presence of:

Liam L. Staudenburgh

[Signature]

THE DAVID J. JOSEPH COMPANY

BY: Larry K. Barton

NAME: LARRY K. BARTON

TITLE: DIVISIONAL VICE PRESIDENT

LESSEE:

Signed and acknowledged
in the presence of:

Paul O. Ekensten

Jack B. Munn
superintendent

PEORIA AND PEKIN UNION RAILWAY

BY: [Signature]

NAME: CE HELLMUMS

TITLE: PRESIDENT

EXHIBIT A

Twenty-two (22) 100 ton capacity all steel gondola railroad cars bearing the reporting marks:

PPU	10000
PPU	10001
PPU	10002
PPU	10003
PPU	10004
PPU	10005
PPU	10006
PPU	10007
PPU	10008
PPU	10009
PPU	10100
PPU	10011
PPU	10012
PPU	10013
PPU	10014
PPU	10015
PPU	10016
PPU	10017
PPU	10018
PPU	10019
PPU	10020
PPU	10021

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me
this 26th day of August, 1991, by Larry K. Barton
the Div. Vice President of The David J. Joseph Company, a
Delaware corporation, on behalf of the Corporation.

Carolyn A. Trainor
Notary Public

CAROLYN A. TRAINOR
Notary Public, State of Ohio
My Commission Expires March 8, 1993

STATE OF Illinois)
COUNTY OF Tazewell)

SS:

The foregoing instrument was acknowledged before me
this 1st day of October, 1991, by C. E. Helms
_____, the President of Peoria
and Pekin Union Railway, a Illinois corporation, on behalf
of the corporation.

Catherine B. Ripper
Notary Public

